

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

V.

THEODORE ROXFORD
a/k/a LAWRENCE DAVID NIREN and
HOLLINGSWORTH, ROTHWELL &
ROXFORD,

Defendants.

No. 07-CV-6146

ECF case (PKC)

**DECLARATION OF PAMELA H. NOLAN
IN SUPPORT OF PLAINTIFF'S MOTION IN OPPOSITION TO
DEFENDANT HOLLINGSWORTH, ROTHWELL & ROXFORD'S
MOTION TO DISMISS**

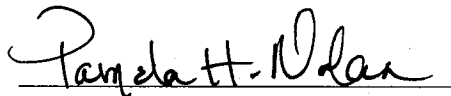
I, Pamela H. Nolan, pursuant to 28 U.S.C. § 1746 declare as follows:

1. I am Senior Counsel in the Division of Enforcement of the United States Securities and Exchange Commission (“the Commission”). The Division of Enforcement investigates allegations of violations of the federal securities laws. I submit this declaration in support of Plaintiff’s Opposition to Defendant Roxford a/k/a Niren’s Motion to Dismiss. The facts set forth herein are based upon my personal knowledge or upon information contained in the files of the Commission.

2. On January 30, 2003, Defendant Roxford a/k/a Niren opened a brokerage account with TD Waterhouse Investor Services, Inc., (“TD Waterhouse account”) a brokerage firm subsequently known as TD Ameritrade and located at 100 Wall Street, New York, New York.
3. In the TD Waterhouse account opening documents, “Theodore Roxford” is listed as the owner of the TD Waterhouse account, which was opened in the name of “Rothwell, Hollingsworth, Roxford and Mayer.” Hugh Hollingsworth is listed as the co-owner.
4. On February 11, 2003, Defendant Roxford a/k/a Niren, through the TD Waterhouse account, purchased 100 shares of Sony common stock at a price of \$38.84, for a total cost of \$3929.00
5. The shares purchased through the TD Waterhouse account trade on the New York Stock Exchange.
6. In January 2003 Defendant Roxford a/k/a Niren contacted John P. Molner of Brown Brothers Harriman & Co., located at 140 Broadway, New York, New York, and proposed that Molner participate in Defendant Roxford a/k/a Niren’s and Defendant HRR’s offer to Sony.
7. In a January 16, 2003 e-mail to Molner, Defendant Roxford a/k/a Niren on behalf of Defendant HRR, described their proposal regarding Sony as involving “a well known international conglomerate headquartered in Japan that trades on NYSE.”
8. In February 2003, Defendant Roxford a/k/a Niren contacted Bill Harrison and Robert Kindler of JP MorganChase, located at 1 Chase Manhattan Plaza, New York, New York, by telephone and e-mail and suggested that Kindler participate in Defendant Roxford a/k/a Niren’s and Defendant HRR’s offer to Sony.
9. In March 2003, Defendant Roxford a/k/a Niren on behalf of Defendant HRR, contacted Jerome Cincotta of Citigroup Global Markets, Inc., located at 77 Water Street, New York, New York, and suggested that Cincotta participate in Defendant Roxford a/k/a Niren’s and Defendant HRR’s offer to Zapata.

10. Defendant Roxford a/k/a Niren filed a Complaint in the United States District Court for the Middle District of Florida in the case Theodore Roxford v. Zachary Prensky and Eileen Katz Prensky, 6:05-CV-138-ORL- JA-KRS, Doc. No. 1 (M. D. Fla. January 26, 2005) and stated that pursuant to a contract he performed work for Zachary Prensky of Little Bear investments, located at 11 Penn Plaza, 5th floor, New York, New York and that he arranged for several of his clients to make offers to purchase PeopleSupport on Prensky's behalf. As part of these efforts, Defendant Roxford a/k/a Niren called Prensky at Prensky's New York phone number and sent mail to Prensky's New York mailing address.

I declare under penalty of perjury that the foregoing is true and correct.


Pamela H. Nolan

Executed on September 10, 2007
Washington, DC